

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re)	Chapter 11
)	
AMYRIS, INC., <i>et al.</i> ,)	Case No. 23-11131 (TMH)
)	
Debtors. ¹)	(Jointly Administered)
)	Hearing date: TBD
)	Obj. Deadline: December 28, 2023, at 4:00 p.m.

**SUMMARY STATEMENT FOR THE FIRST INTERIM FEE APPLICATION OF
SHEARMAN & STERLING LLP AS SPECIAL COUNSEL TO THE DEBTORS
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES INCURRED FOR THE PERIOD FROM AUGUST 9, 2023,
THROUGH AND INCLUDING OCTOBER 31, 2023**

Name of Applicant:	Shearman & Sterling LLP
Authorized to Provide Professional Services to:	Debtor and Debtor in Possession
Date of Retention:	September 26, 2023 (<i>Effective as of</i> August 9, 2023)
Fee Period for which Compensation and reimbursement is sought:	August 9, 2023, through October 31, 2023 ²
Amount of Compensation sought as actual, reasonable and necessary:	\$112,800.50
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$56.08
Compensation Sought in this Application Already Paid Pursuant to the Interim Compensation Order, but not yet Allowed	\$90,240.40
Expenses Sought in this Application Already Paid Pursuant to the Interim Compensation Order, but not yet Allowed	\$56.08

¹ A complete list of each of the Debtors in these Chapter 11 Cases may be obtained on the website of the Debtors' claims and noticing agent at <https://cases.stretto.com/Amyris>. The location of Debtor Amyris Inc. principal place of business and the Debtors' service address in these Chapter 11 Cases is 5885 Hollis Street, Suite 100, Emeryville, CA 94608.

² The Applicant reserves the right to include any time expended in the time period indicated above in future application(s) if it is not included herein.

This application includes 12.6 hours and \$18,897.00 in fees in connection with the preparation of fee applications.

Prior applications:

		Requested		Approved	
Date Filed; Docket No.	Period Covered	Fees	Expenses	Fees	Expenses
Oct. 30, 2023; 639	8/9/2023 – 9/30/2023	\$72,653.00	\$23.79	\$72,653.00	\$23.79
Nov. 22, 2023; 783	10/1/2023 – 10/31/2023	\$40,147.50	\$32.29	\$40,147.50	\$32.29
Total		\$112,800.50	\$56.08	\$112,800.50	\$56.08

FEE PERIOD SUMMARY BY TIMEKEEPER

Name of Professional (or Paraprofessional) Person	Title and Year/State of Admission	Hourly Billing Rate (including changes)	Expertise	Total Billed Hours	Total Compensation
Jonathan E. Cheng	Counsel at firm. Member of the NY Bar since 2012.	\$1,555.00	Antitrust	3.6	\$5,598.00
Joel Dizon	Legal Assistant	\$480.00	Legal Assistant	1.1	\$528.00
Michael S. Dorf	Partner at firm. Member of the CA Bar since 1992.	\$2,130.00	Mergers & Acquisition	21.3	\$45,369.00
Christine Horsley	Legal Assistant	\$525.00	Legal Assistant	0.3	\$157.50
J. Kyle Jaksa	Associate at firm. Member of the TX Bar since 2020.	\$1,215.00	Bankruptcy	23.4	\$28,431.00
Daniel A. Kahn	Associate at firm. Member of the NY Bar since 2010.	\$1,415.00	Litigation	4.0	\$5,660.00
Daniel H. R. Laguardia	Partner at firm. Member of NY Bar since 2000. Member of the CA Bar since 2017.	\$2,130.00	Litigation	0.7	\$1,491.00
C. Luckey McDowell	Partner at firm. Member of the Texas Bar since 2002.	\$2,130.00	Bankruptcy	7.3	\$15,549.00
David Moura	Administration	\$225.00	Administration	0.4	\$90.00
Djordje Petkoski	Partner at firm. Member of District of Columbia Bar since 2007.	\$1,975.00	Antitrust	1.0	\$1,975.00
Ruth Sheopaul	Administration	\$225.00	Administration	1.1	\$247.50

Name of Professional (or Paraprofessional) Person	Title and Year/State of Admission	Hourly Billing Rate (including changes)	Expertise	Total Billed Hours	Total Compensation
Melina Stavropoulos	Legal Assistant	\$375.00	Mergers & Acquisition	14.5	\$5,437.50
Rachelle Tercero	Legal Assistant	\$480.00	Legal Assistant	1.7	\$816.00
Eva Wang	Associate at firm. Member of the California Bar since 2022.	\$995.00	Intellectual Property	1.3	\$1,293.50
Matthew Woods	Administration	\$225.00	Administration	0.7	\$157.50
Total				82.4	\$112,800.50
Blended Rate:		\$1,368.94			

SUMMARY OF COMPENSATION BY PROJECT CATEGORY

	Total Hours	Total Fees
Beauty Labs Litigation	10.0	\$9,147.50
Retention and Fee Applications	36.2	\$55,695.00
Antitrust and Privacy Advice	7.5	\$12,274.50
Legacy Transactions Advice	28.5	\$35,257.50
Asset Sales	0.2	\$426.00
TOTAL	82.4	\$112,800.50

EXPENSE SUMMARY

Expenses Category	Total Expenses
Other Outside Services	\$56.08
TOTAL	\$56.08

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Debtors. ¹)	(Jointly Administered)
)	Hearing date: TBD
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**FIRST INTERIM FEE APPLICATION OF SHEARMAN & STERLING LLP AS
SPECIAL COUNSEL TO THE DEBTORS FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD FROM AUGUST 9, 2023,
THROUGH AND INCLUDING OCTOBER 31, 2023**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), and Rule 2016 of the Federal Rules of Bankruptcy Procedure, and in accordance with that certain *Order Under 327(e) of the Bankruptcy Code Authorizing the Employment and Retention of Shearman & Sterling LLP as Special Counsel for the Debtors Effective as of the Petition Date* [Docket No. 361] (the “**Retention Order**”) and that certain *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 279] (the “**Interim Compensation Order**”), the law firm of Shearman & Sterling LLP (“**Shearman**”) hereby applies (the “**Application**”) to the United States Bankruptcy Court for the District of Delaware (the “**Court**”) for reasonable compensation for professional legal services rendered as special counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”), in the amount of \$112,800.50, together with reimbursement for actual and necessary expenses incurred in the

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amount of \$56.08, for the period August 9, 2023 through and including October 31, 2023 (the “*Fee Period*”). In support of this Application, Shearman respectfully represents as follows:

BACKGROUND

1. On August 9, 2023 (the “*Petition Date*”), the Debtors filed voluntary petitions in this Court commencing these cases (the “*Chapter 11 Cases*”) for relief under chapter 11 of the Bankruptcy Code.

2. Pursuant to the Retention Order, Shearman was retained to represent the Debtors as special counsel in connection with these chapter 11 cases, effective as of the Petition Date. The Retention Order authorizes Shearman to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

3. All services for which compensation is requested herein by Shearman were performed for or on behalf of the Debtors.

PRIOR MONTHLY FEE APPLICATIONS

4. Prior to the filing of this Application, Shearman filed monthly fee applications (the “*Prior Monthly Fee Applications*”) for the period from the Petition Date through October 31, 2023, which Prior Monthly Fee Applications are incorporated herein by reference. The summary sheet to this Application summarizes the current status of these Prior Monthly Fee Applications. The fee statements covering the monthly fee periods were attached as exhibits to each of the Prior Monthly Fee Applications. These statements contain daily time logs describing the time spent by each attorney and paraprofessional for the relevant period and are incorporated herein by reference.

5. During the Fee Period, Shearman’s services to the Debtors encompassed a wide range of legal services, including (but not limited to) advising on potential anti-trust claims and reviewing pre-petition transactions. The fee statements and expense statements covering the Fee

Period are attached hereto as Exhibits A and B, respectively. As with the Prior Monthly Fee Applications, these statements contain daily time logs describing the time spent by each attorney and paraprofessional during this period.

SUMMARY OF SERVICES BY PROJECT

6. The following is a summary of the professional services Shearman rendered during the Fee Period. This summary is organized in accordance with Shearman's internal billing procedures, which groups services by subject matter category (each a "***Matter Category***"). These categories of services are generally described below, with a more detailed identification of the actual services provided attached to Shearman's Prior Monthly Fee Applications.

(a) **Beauty Labs Litigation**

Fees: \$9,147.50; Total Hours: 10.0

7. This Matter Category includes services rendered in connection with, among other things, (i) various logistical matters relating to the ongoing Beauty Labs Litigation, including court filings related to staying the litigation during the pendency of the bankruptcy proceedings and required updates and reports and making docket entries, and (ii) coordination of the Beauty Labs Litigation through document review/production, developing timelines.

(b) **Retention and Fee Applications**

Fees: \$55,695.00; Total Hours: 36.2

8. This Matter Category includes time spent by Shearman attorneys providing services related to the retention of the Firm as the Debtors' special counsel. Specifically, Shearman attorneys spent time: (i) preparing pleadings and a comprehensive disinterestedness analysis necessary to obtain the order of the Court approving the employment of Shearman to represent the Debtors; (ii) preparing and filing Shearman's Prior Monthly Fee Applications in accordance with

the Interim Compensation Order.

(c) **Antitrust and Privacy Advice**

Fees: \$12,274.50; Total Hours: 7.5

9. This Matter Category includes time spent by Shearman attorneys providing services related to antitrust advice. Specifically, Shearman attorneys spent time: (i) advising the Debtors on potential antitrust issues regarding renegotiating supply agreements and establishing information sharing protocols; and (ii) responding to privacy-related questions posed by the Debtors.

(d) **Legacy Transactions Advice**

Fees: \$35,257.50; Total Hours: 28.5

10. This Matter Category includes time spent by Shearman attorneys and paraprofessionals providing services related to pre-petition transactions and related negotiations, including independent director investigations regarding board oversight and approval of pre-petition transactions and questions posed by Debtors and the Debtors' counsel regarding the negotiation history regarding certain provisions of pre-petition transaction documents. Shearman professionals spent time: (i) analyzing the negotiation history of pre-petition transaction documents; (ii) reviewing and providing advice on pre-petition transactions documents; and (iii) participating in interviews regarding independent director investigations.

(e) **Asset Sales**

Fees: \$426.00; Total Hours: 0.2

11. This Matter Category includes time spent by Shearman attorneys reviewing the auction timeline and communications with the Debtors regarding anticipated tasks related to potential asset sales.

VALUATION OF SERVICES

12. Attorneys and paraprofessionals of Shearman have expended a total of 82.4 hours in connection with this matter during the Fee Period.

13. The amount of time spent by each person providing services to the Debtors for the Fee Period is fully set forth in the invoices attached hereto as Exhibit “A.” The rates reflected are Shearman’s standard hourly rates of compensation for work of this character. The reasonable value of the services rendered by Shearman for the Fee Period as special counsel for the Debtors in this case is \$112,800.50.

14. Shearman believes that the time entries included in Exhibit “A” attached hereto and the expense breakdown set forth in Exhibit “B” attached hereto are in compliance with the requirements of Local Rule 2016-2.

15. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of this chapter 11 case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under chapter 11 of the Bankruptcy Code.

DISBURSEMENTS

16. Exhibit B attached hereto is a detailed statement of expenses paid by Shearman during the Fee Period, showing the amount of \$56.08 due for reimbursement of expenses. This out-of-pocket disbursement sum is broken down into categories of charges, including, among other things, telephone charges, mail and express mail charges, document processing, photocopying charges, travel expenses and computerized research. A complete review by category of the expenses incurred for the Fee Period may be found in the attachments hereto as Exhibit B.

17. Costs incurred for computer assisted research and court alert services are not included in Shearman's normal hourly billing rates and, therefore, are itemized and included in Shearman's disbursements. Pursuant to Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "***Local Rules***"), Shearman represents that there is no surcharge for computerized research or court alert services.

FEE PERIOD

18. This Application covers the Fee Period of August 9, 2023, through and including October 31, 2023. During the Fee Period, Shearman performed necessary services and incurred disbursements for the Debtors and their estates. As set forth in Prior Monthly Applications, in accordance with the factors enumerated in 11 U.S.C. § 330, approval of the fees requested for the Fee Period is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. In addition, the disbursements for which reimbursement is sought were actual, reasonable and necessary costs (i) incurred while representing the Debtors and (ii) of preserving the value of the Debtors' estate.

STATEMENT OF APPLICANT

19. Shearman respectfully states as follows to address the questions set forth under section C.5 of the UST Guidelines:

- a) During the Fee Period, Shearman did not agree to any variations from, or alternatives to, its standard or customary billing rates, fees, or terms.
- b) The professionals included in the Application did not vary their hourly rate based on the geographic location of the bankruptcy case.
- c) The Application does not include any fees dedicated to revising time records or preparing and revising invoices that would not normally be compensable outside of bankruptcy.

- d) The time periods covered by the Application includes approximately 6.8 hours with a value of \$5,589.00 spent by Shearman to ensure that the time entries subject to the Application comply with the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware and do not disclose privileged or confidential information. This review and any revisions associated therewith are a necessary component of Shearman's preparation of each monthly fee application.

BLENDED RATE SCHEDULE

20. A blended rate schedule, as requested by Appendix B to UST Guidelines, is attached hereto as Exhibit C.

CONCLUSION

WHEREFORE, Shearman requests that allowance be made to it in the sum of \$112,800.50 as compensation for necessary professional services rendered to the Debtors for the Fee Period, and the sum of \$56.08 for reimbursement of actual necessary costs and expenses incurred during that Fee Period and further requests such other and further relief as this Court may deem just and proper.

[Signature Page to Follow]

Dated: December 7, 2023
Menlo Park, California



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*Special Counsel to the Debtors and
Debtors in Possession*

VERIFICATION

STATE OF CALIFORNIA)
)
MENLO PARK)

I, Michael Dorf, declare, pursuant to 28 U.S.C. § 1746, under penalty of perjury:

1. I am a Partner in the applicant firm, Shearman & Sterling LLP ("*Shearman*"), and have been admitted to the bar of the state of California since 1992.
2. I have personally performed many of the legal services rendered by Shearman to Amyris Inc. in connection with these chapter 11 cases and am familiar with all other work performed by the lawyers and paraprofessionals at Shearman.
3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.



MICHAEL DORF